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## TERMINATION AND RELEASE

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of December 23, 2008 (the "Termination and Release") is made by WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity, but solely as owner trustee under that certain Trust Agreement dated as of December 1, 1988 (the "Lessor"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as AMTRAK), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "Lessee").

WITNESSETH:

WHEREAS, Lessor and Lessee entered into that certain (i) Lease of Railroad Equipment, dated as of December 1, 1988, recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on December 1, 1988 under Recordation No. 16074, (ii) Lease Supplement No. 1, dated December 15, 1988, recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on December 15, 1988 under Recordation No. 16074-A, (iii) Lease Supplement No. 2, dated December 29, 1988, recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on December 29, 1988 under Recordation No. 16074-B, and (iv) Lease Supplement No. 3, dated August 13, 2001, recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on August 13, 2001 under Recordation No. 16074-C, pursuant to which Lessor leased the Locomotives from Lessee (collectively, the "Lease");

WHEREAS, Lessee is exercising its purchase option, pursuant to Section 14.1 of the Lease, with respect to seven (7) General Motors Corporation AEM-7 Electric Locomotives, bearing Road Numbers 911, 947, 949, 950, 951, 952, and 953 (hereinafter the "Terminated Units") and has agreed to purchase the Terminated Units at the Fair Market Value, determined in accordance with Section 14.1 of the Lease.

NOW, THEREFORE, Lessor and Lessee each agree as follows:

Section 1. Termination and Release of the Terminated Units by Lessor. All right, title and interest of Lessor in and to the Terminated Units, arising from and through the Lease, is hereby terminated and released.

Section 2. Termination of Lease. Each of Lessor and Lessee agree that all duties and obligations (including all Rent payments) arising under the Lease are hereby terminated in all respects, except for those duties and obligations that expressly survive the termination of the Lease.

Section 3. Further Assurances. The Lessor hereby agrees to execute and deliver to Lessee, at Lessee's cost and expense, such additional instruments, notices, or releases as Lessee may reasonably request to effectuate the foregoing provisions of this Termination and Release.

Section 4. Representations and Warranties. Each of Lessor and Lessee represents and warrants that this Termination and Release constitutes the legal and valid obligation of each of Lessor and Lessee, enforceable against each of Lessor and Lessee in accordance with its terms, and Lessor has full authority to terminate and release all of its right, title and interest in and to the Terminated Units.

Section 5. Definitions. Capitalized terms and phrases used and not otherwise defined herein shall for all purposes of the Termination and Release have the respective meanings specified in the Lease.

*[Signature Page Follows]*

IN WITNESS WHEREOF, each of Lessor and Lessee has caused this  
on and Release to be duly executed by its duly authorized representative as of the day  
rst above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity but solely as owner trustee, as  
Lessor

By: Robert J. Perkins  
Name:  
Title: Robert J. Perkins  
Vice President

NATIONAL RAILROAD PASSENGER  
CORPORATION, as Lessee

By: \_\_\_\_\_  
Name:  
Title:

OF Delaware )

OF New Castle ) : ss.:

1 this, the 23 day of December, 2008, before me, a Notary Public, personally  
Robert J Perkins, who being by me duly sworn, say that they are  
P and the \_\_\_\_\_ respectfully of  
GTON TRUST COMPANY, that said instrument was signed on December 23 2008 on  
said corporation by authority of its Board of Directors, and they acknowledge that the  
of the foregoing instrument was the free act and deed of said Delaware banking  
m.

WITNESS WHEREOF, I have hereunto set my hand and official seal on the date  
ntioned.



Name: VERNESSA E. ROBINSON

Notary Public

My Commission does not expire:

VERNESSA E. ROBINSON  
Notary Public - State of Delaware  
My Comm. Expires Oct. 26, 2010



IN WITNESS WHEREOF, each of Lessor and Lessee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as owner trustee, as Lessor

By: \_\_\_\_\_  
Name:  
Title:

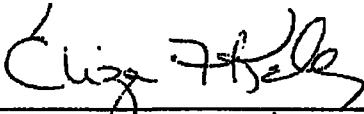
NATIONAL RAILROAD PASSENGER CORPORATION, as Lessee

By: Dale M. Stein  
Name: DALE M STEIN  
Title: TREASURER

DISTRICT  
~~STATE~~ OF COLUMBIA )  
: ss.:  
~~EX~~ COUNTY OF \_\_\_\_\_)

On this, the 23<sup>rd</sup> day of December, 2008, before me, a Notary Public, personally  
appeared DALE M. STEIN, who being by me duly sworn, say that ~~they are~~ he is  
~~EX~~ the \_\_\_\_\_ and the TREASURER respectfully of NATIONAL  
RAILROAD PASSENGER CORPORATION, that said instrument was signed on December  
23, 2008 on behalf of said corporation by authority of its Board of Directors, and ~~they he~~ ~~acknowledges~~ acknowledges that the execution of the foregoing instrument was the free act and deed of said  
~~he~~ corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date  
above mentioned.

  
Name: ELLEN F KELLY  
Notary Public, DC  
~~My Commission does not expire:~~

MY COMMISSION EXPIRES  
JULY 31, 2009